

HERRICK, FEINSTEIN, LLP
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Sean E. O'Donnell
Stephen B. Selbst
Steven B. Smith
Christopher Carty

*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	x
In re:	: Chapter 11
	: .
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	: .
Debtors ¹	: (Jointly Administered)
	: .
	x

**SIXTH COMBINED MONTHLY FEE STATEMENT OF HERRICK,
FEINSTEIN LLP FOR PROFESSIONAL SERVICES RENDERED AND
DISBURSEMENTS INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF
MARCH 1, 2020 TO APRIL 30, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	March 1, 2020 through April 30, 2020
Combined Monthly Fees Incurred:	\$757,935.00
20% Holdback:	\$151,587.00
Total Compensation Less 20% Holdback:	\$606,348.00
Combine Monthly Expenses Incurred:	\$61,282.01
Total Combine Fees and Expenses Requested:	\$667,630.01

This is a x monthly ___ interim ___ final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Sixth Combined Monthly Fee Statement”) covering the period from March 1, 2020 through and including April 30, 2020 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Sixth Combined Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$606,348.00 (80% of \$757,935.00) for

² The total amount sought for fees and expenses (\$667,630.01) reflects voluntary reductions for the Compensation Period of \$151,587.00 in fees and \$61,282.01 in expenses.

fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Herrick Feinstein, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$61,282.01 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Sixth Combined Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Sixth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email:jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrett.lail@weil.com](mailto:garrett.lail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email:paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email: shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira S. Dizengoff (email: idizengoff@akingump.com) and Sara Lynne Brauner (email: sbrauner@akingump.com), (collectively, the “Notice Parties”).

Objections to this Sixth Combined Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **June 17, 2020** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Sixth Combined Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Sixth Combined Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Sixth Combined Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
June 2, 2020

HERRICK FEINSTEIN LLP

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*Special Conflicts Counsel to the Official
Committee of Unsecured Creditors of Sears
Holdings Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Sean E. O'Donnell	Restructuring & Finance Litigation	1998	\$1025.00	35.5	\$36,387.50
Jason A. D'Angelo	Restructuring & Finance Litigation	1998	\$845.00	51.6	\$43,602.00
Christopher W. Carty	Restructuring & Finance Litigation	2010	\$785.00	221.20	\$173,642.00
Steven B. Smith	Restructuring & Finance Litigation	2001	\$765.00	17.3	\$13,234.50
Total Partners				290.01	\$266,866.00
COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Kyle J. Kolb	Restructuring & Finance Litigation	2012	\$610.00	175.10	\$106,811.00
George Utlik	Restructuring & Finance Litigation	2008	\$625.00	1.3	\$812.50
Total Counsel				176.4	\$107,623.50
ASSOCIATES	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Heather M. Zimmer	Restructuring & Finance Litigation	2017	\$435.00	218.80	\$95,178.00
Gabrielle R. Fromer	Restructuring & Finance Litigation	2018	\$420.00	169.1	\$71,022.00
Elizabeth J. Plowman	Restructuring & Finance Litigation	2018	\$420.00	324.20	\$136,164.00

Daniel Field	Restructuring & Finance Litigation	2017	\$435.00	49.70	\$21,619.50
Sylvia Stockman	Restructuring & Finance Litigation	2017	\$435.00	31.70	\$13,789.50
Rachel Ginzburg	Restructuring & Finance Litigation	2019	\$435.00	.4	\$174.00
Total Associates				794	\$337,947.00

PARALEGALS/ NON-LEGAL STAFF	DEPARTMENT	RATE	HOURS	AMOUNT
Larisa Poretsky	Litigation	\$390.00	26	\$10,140.00
Linda Schepp	Restructuring & Finance Litigation	\$335.00	95.8	\$32,093.00
Douglas Kopf	Litigation	\$410.00	.5	\$205.00
Neil Hassall	Litigation	\$390.00	6.4	\$2,496.00
Anthony DeLeon	Litigation	\$380.00	1.4	\$532.00
Annabella Cruz	Litigation	\$325.00	.1	\$32.50
Total Paralegals/ Non-Legal Staff			130.2	\$45,498.50

EXHIBIT B

Task Code Summary

Task Code	HOURS	AMOUNT (\$)
Fee/Employment Applications - B160	48.2	25,690.50
Contested Matters (excl. Assumption/rejection) – B190	94.2	50,462.50
Jointly Asserted Causes of Action	1,283.7	681,782.00
Total	1,426.1	757,935.00

Exhibit C

Itemized Fees



FEDERAL ID: 13-2991662

Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

April 20, 2020
Bill Number: 354102
File Number: 19609-0001

Re: Sears Bankruptcy

Fees for legal services rendered through March 31, 2020	\$23,582.50
Expenses posted through March 31, 2020	109.54
TOTAL	\$23,692.04

**Kindly return this page with your
check payment to:**
Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016

Send wire payments to:
Citibank, N.A.
ABA Number: 021000089
Account Number: 4971716165
SWIFT #: CITIUS33

PLEASE REMIT PAYMENT WITHIN 30 DAYS



Re: **Sears Bankruptcy**

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LEGAL SERVICES

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Time</u>
03/02/20	L. Poretsky	B160	Conference with Kyle Kolb re monthly fee statements.	.30
03/02/20	L. Poretsky	B160	Follow up on status of the January 2020 proformas and bills.	.30
03/02/20	L. Poretsky	B160	Continue to draft combined fifth fee statement.	1.00
03/04/20	G. Fromer	B190	Discuss memorandum to UCC.	.20
03/04/20	G. Fromer	B190	Proofread and revise memorandum of potential claims.	.40
03/04/20	K. Kolb	B190	Revise memo.	.40
03/04/20	S. O'Donnell	B190	Team meeting; strategy and analysis; review/revise memo.	.50
03/06/20	L. Poretsky	B160	Follow up on status of the billing proformas and exchange e-mails regarding filing and payment deadlines.	.40
03/09/20	A. DeLeon	B190	Telephone conference with vendor and review team regarding processing and review work flow.	1.00
03/09/20	D. Kopf	B190	Procedural Advice - Federal re: service of subpoenas.	.10
03/09/20	L. Poretsky	B160	Search prime clerk's docket for filed notice of effective date in connection with final fee application per Steve Smith request.	.30



Re: **Sears Bankruptcy**

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03/09/20	S. O'Donnell	B190	Review/comments on UCC memo.	1.20
03/09/20	S. Smith	B160	Coordinate fee accrual update with Miii.	.30
03/11/20	L. Poretsky	B160	Follow up on status of the combined November 2019-February 2020 and discuss details with billing department.	.50
03/12/20	K. Kolb	B190	Revise memo based on feedback from SO.	.20
03/12/20	S. O'Donnell	B190	Update memo.	1.50
03/13/20	K. Kolb	B190	Revise memo to UCC.	.60
03/13/20	L. Poretsky	B160	Review invoices for Sears Matters 1 and 2 for time from 11/1/19-2/29/2020 and conference with Vanessa Martinez re same.	.60
03/16/20	L. Schepp	B190	Compile documents cited in memo re:2004 motion	1.80
03/17/20	C. Carty	B190	Review, analyze, comment on investigation update memo.	1.10
03/17/20	G. Fromer	B190	Revise memorandum about investigation update.	1.00
03/17/20	K. Kolb	B190	Revise memo and related materials.	.40
03/17/20	L. Poretsky	B190	Review draft of the fifth monthly fee statement and conference with Vanessa Martinez to discuss further revisions.	.60
03/18/20	L. Schepp	B190	Compile documents in memorandum.	.60
03/19/20	K. Kolb	B190	Revise memorandum and send to co-counsel.	.90



Re: **Sears Bankruptcy**

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03/19/20	L. Schepp	B190	Compile exhibits cited in Memorandum.	2.80
03/19/20	S. O'Donnell	B190	Revise memo to UCC.	1.00
03/20/20	A. DeLeon	B190	Review and analyze document review database.	.40
03/23/20	L. Poretsky	B160	Review and analyze combined fifth fee statement and conference with team to provide/confirm information.	.80
03/23/20	L. Poretsky	B160	Discussion with team and billing department re bankruptcy task codes for Sears 2 matter (adversary proceeding) and how to add them to the prior billing entries.	.50
03/23/20	S. Smith	B160	Coordinate preparation and filing of consolidated monthly fee statement and multiple discussions with paralegal re same.	.30
03/24/20	L. Poretsky	B160	Circulate draft of firth fee statement for approval (.2); Revise firth fee statement per Steve Smith comments (.4); assemble exhibits (.4).	1.00
03/24/20	L. Poretsky	B160	Prepare for filing and e-file.	.50
03/24/20	L. Poretsky	B160	Draft and submit e-mail to Prime Clerk regarding service and Chambers copies of the fifth fee statement (.4); discuss details of service (.2).	.60



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03/24/20	S. Smith	B160	Continued coordination and discussion with paralegal re prep and filing of consolidated monthly fee statement.	.80
03/25/20	C. Carty	B190	Review and analyze comments on memo to UCC regarding investigation update.	.50
03/25/20	K. Kolb	B190	Analyze protective order.	.10
03/25/20	K. Kolb	B190	Revise memo to UCC	1.60
03/26/20	K. Kolb	B190	Revise chronology.	.90
03/26/20	L. Schepp	B190	Update documents cited in memorandum and index of documents.	2.20
03/26/20	S. O'Donnell	B190	Coordinate UCC presentation.	.20
03/26/20	S. Smith	B160	(i) Review email from Mary at M-III re fee accruals, (ii) discussion with C. D'Angelo re prep, and (iii) review same.	.30
03/27/20	K. Kolb	B190	Prepare materials for UCC call.	.40
03/27/20	S. O'Donnell	B190	Review/comment on meet and confer summaries.	.20
03/30/20	L. Schepp	B190	Compile Stroock and Quinn privilege documents for chronology timeline.	1.50
03/30/20	N. Hassall	B190	Discussion with paralegal re documents , review of privileged documents, format and date/time label electronic documents for partner review and use.	2.20
03/30/20	S. O'Donnell	B190	Coordinate ucc call.	.20



Re: **Sears Bankruptcy**

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03/31/20	C. Carty	B190	Review investigation memo related Rule 2004 investigation of MTN sale.	.80
03/31/20	C. Carty	B190	Participate in prep call for UCC meeting regarding investigation update.	.50
03/31/20	G. Fromer	B190	Discuss presentation to UCC on investigation update and expert retention request.	.40
03/31/20	G. Fromer	B190	Prepare for presentation to UCC on investigation update and expert retention request.	3.20
03/31/20	K. Kolb	B190	Revise agenda for call with UCC.	.20
03/31/20	K. Kolb	B190	Revise outline of talking points for UCC call.	.30
03/31/20	K. Kolb	B190	Attend team call to discuss presentation to UCC.	.50
03/31/20	N. Hassall	B190	Review of privileged documents, format and date/time label electronic documents for partner review and use, e-mails to/ from paralegal re documents.	4.20
			Total	\$23,582.50

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	2.90	785.00	2,276.50
S. Smith	1.70	765.00	1,300.50



Re: **Sears Bankruptcy**

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
K. Kolb	6.50	610.00	3,965.00
G. Fromer	5.20	420.00	2,184.00
D. Kopf	.10	410.00	41.00
L. Poretsky	7.40	390.00	2,886.00
N. Hassall	6.40	390.00	2,496.00
A. DeLeon	1.40	380.00	532.00
L. Schepp	8.90	335.00	2,981.50
S. O'Donnell	4.80	1025.00	4,920.00

DISBURSEMENTS

Duplication	9.54
E-Discovery Data Hosting	100.00
Total disbursements	\$109.54



Re: **Sears Bankruptcy**

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TASK BILLING SUMMARY

	<u>Hours</u>	<u>Amount</u>
<u>Fee/Employment Applications - B160</u>		
	8.50	\$3,952.50
Subtotals	8.50	\$3,952.50
 <u>Contested Matters (excl. assumption/rejection) - B190</u>		
	36.80	\$19,630.00
Subtotals	36.80	\$19,630.00



FEDERAL ID: 13-2991662

Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

May 29, 2020
Bill Number: 355261
File Number: 19609-0001

Re: Sears Bankruptcy

Fees for legal services rendered through April 30, 2020	\$52,570.50
Expenses posted through April 30, 2020	61,176.22
TOTAL	\$113,746.72

**Kindly return this page with your check
payment to:**
Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016

Send wire payments to:
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SWIFT #: CITIUS33

PLEASE REMIT PAYMENT WITHIN 30 DAYS



Re: **Sears Bankruptcy**

Bill Number: 355261
File Number: 19609-0001
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LEGAL SERVICES

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Time</u>
04/01/20	C. Carty	B190	Review and analyze documents in preparation for presentation to UCC regarding status of investigation.	1.50
04/01/20	C. Carty	B190	Review and analyze outline for UCC presentation regarding investigation.	1.20
04/01/20	D. Field	B160	Analyze and review documents produced in adversary proceeding.	4.60
04/01/20	G. Fromer	B190	Prepare for call with UCC.	2.00
04/01/20	K. Kolb	B190	Revise talking points	1.50
04/01/20	K. Kolb	B190	Prepare for call with UCC and analyze memo and related documents	.80
04/02/20	C. Carty	B190	Calls with S. O'Donnell, K. Kolb, and G. Fromer regarding presentation to UCC in connection with Rule 2004 investigation.	1.00
04/02/20	C. Carty	B190	Participate in call with UCC members regarding Rule 2004 investigation update and other case updates and prepare for same.	1.00
04/02/20	G. Fromer	B190	Discuss preparation for presentation to UCC on Rule 2004 investigation findings.	.30



Re: **Sears Bankruptcy**

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04/02/20	G. Fromer	B190	Discuss preparation for presentation to UCC on Rule 2004 investigation findings.	.80
04/02/20	G. Fromer	B190	Call with Akin and UCC to present Rule 2004 investigation findings.	.90
04/02/20	G. Fromer	B190	Review background materials and prepare presentation to UCC on Rule 2004 investigation findings	2.40
04/02/20	K. Kolb	B190	Revise bullet points and discuss with SO, CC, and GF	1.40
04/02/20	K. Kolb	B190	Prepare for and present at UCC call regarding investigation	1.40
04/02/20	S. O'Donnell	B190	Prep and participate in UCC presentation.	2.50
04/03/20	K. Kolb	B190	Revise expert engagement letter	1.40
04/06/20	C. Carty	B190	Attention to expert issues.	.80
04/06/20	K. Kolb	B190	Revise engagement letter	.50
04/08/20	D. Kopf	B190	Procedural Advice - Federal re: impact of COVID-19 on service of process.	.10
04/08/20	K. Kolb	B190	Revise engagement letter and send to potential expert	.30
04/13/20	K. Kolb	B190	Call with potential expert	.10
04/13/20	K. Kolb	B190	Revise engagement letter	.60
04/14/20	C. Carty	B190	Call with experts related to Rule 2004 investigation engagement and prep for same.	.50
04/14/20	K. Kolb	B190	Call with expert	.70
04/14/20	K. Kolb	B190	Draft email summary to expert	1.20



Re: **Sears Bankruptcy**

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04/14/20	S. Smith	B160	Attention to interim fee application and discussion with Sears Professional Fee Committee re same.	.50
04/15/20	K. Kolb	B190	Research and summary email regarding expert retention	1.00
04/16/20	K. Kolb	B190	Email to expert regarding engagement	.20
04/16/20	S. O'Donnell	B190	Attend to expert retention.	.20
04/17/20	C. Carty	B190	Call with S. O'Donnell, K. Kolb, and G. Fromer re strategy for Rule 2004 investigation.	.50
04/17/20	G. Fromer	B190	Analyze which discoverable documents to provide to retained expert	.50
04/17/20	G. Fromer	B190	Discuss materials to send to retained expert and deposition preparation	.20
04/17/20	K. Kolb	B190	Call to discuss case strategy	.20
04/17/20	K. Kolb	B190	Prepare and send materials for expert	.80
04/17/20	K. Kolb	B190	Email regarding next steps of investigation	.10
04/17/20	L. Schepp	B190	Compile documents for experts CMRA review	3.70
04/17/20	S. O'Donnell	B190	Team call; prep for same.	.50
04/20/20	L. Poretsky	B160	Obtain Akin's form of the interim fee application and review.	.60
04/20/20	L. Poretsky	B160	Begin drafting first interim fee application.	2.50



Re: **Sears Bankruptcy**

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04/21/20	L. Schepp	B190	Compile documents related to MTNs for expert review.	.40
04/21/20	S. Smith	B160	Attention to issues re prep of monthly/interim fee statements and discussions re same.	.90
04/22/20	K. Kolb	B160	Draft summary of fees incurred for fee application	.90
04/22/20	L. Poretsky	B160	Conference with billing department to discuss details.	.20
04/22/20	L. Poretsky	B160	Conference call with Akin re filing of interim fee application.	.30
04/22/20	L. Poretsky	B160	Conference call with Steve Smith to discuss interim fee application and sixth fee statement.	.40
04/22/20	L. Poretsky	B160	Request information from billing department related to the received payments.	.30
04/22/20	L. Poretsky	B160	Review summary of payments.	.30
04/22/20	S. O'Donnell	B190	Prep and participate in call w/ experts; f/up re same.	1.50
04/22/20	S. Smith	B160	Attention to email traffic re fee app.	.30
04/22/20	S. Smith	B160	Multiple discussion with team re fee app prep and codes.	.70
04/23/20	C. Carty	B190	Call with experts re investigation and case theories.	1.20
04/23/20	G. Fromer	B190	Discuss analysis of claims with experts	1.30
04/23/20	K. Kolb	B190	Introductory strategy call with experts	1.30



Re: **Sears Bankruptcy**

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04/23/20	L. Poretsky	B160	Conference with billing department to discuss information needed for the interim fee application (.5); review, calculate and update draft of the first interim fee application (2.0)	2.50
04/23/20	L. Schepp	B190	Compile documents related to MTNs for expert review.	1.10
04/23/20	S. Smith	B160	Prep of interim fee statement.	1.50
04/24/20	L. Poretsky	B160	Follow up on a request for billing information, review and submit request for further information (.5); revise first interim fee application, calculate hours fees, per codes and per timekeepers, average rate and so on and update the draft (2.5); conference with Steve Smith re fee application issues (.5)	3.50
04/24/20	S. Smith	B160	Attention to prep and issues related to interim fee state and monthly fee statements.	1.50
04/25/20	L. Poretsky	B160	Review and analyze combined bill and expense summary and further calculate hours, fees, expenses (1.8); continue to draft and revise first interim fee application (3); exchange e-mails with the team to confirm accurate description of work perform per bankruptcy codes (.3); submit to Steve Smith for review with comments (.4)	5.50
04/26/20	S. Smith	B160	Fee App prep.	1.50



Re: **Sears Bankruptcy**

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04/27/20	L. Poretsky	B160	Conference with billing department to discuss and obtain additions information for the first fee application (4); continue to draft application and exhibits (1.5)	1.90
04/27/20	L. Schepp	B190	Update list of documents sent to experts	.50
04/27/20	S. Smith	B160	Fee App prep.	1.00
04/27/20	S. Smith	B160	Fee App prep.	.70
04/28/20	L. Schepp	B190	Cite and fact check Opposition to Cyrus' Motion to Dismiss.	2.00
04/28/20	S. Smith	B160	Fee app prep.	1.00
04/29/20	A. Cruz	B190	Reviewed and docketed email from Dorothy Li on 4/29/20 advising of pretrial conference scheduled for 6/4/20.	.10
04/29/20	D. Kopf	B190	Procedural Advice - Federal re: impact of COVID-19 on service of subpoenas.	.30
04/29/20	K. Kolb	B190	Analyze memo from expert and draft response	1.60
04/29/20	L. Poretsky	B160	Team discussion re issue of the application of the task code and fixing it (.5); conference with billing department re updated summaries for the fee application	.60
04/29/20	L. Schepp	B190	Fact and Cite check Opposition to Cyrus Motion to Dismiss Memorandum.	6.40
04/29/20	S. Smith	B160	Continued fee app prep and discussions with others re same.	3.50



Re: **Sears Bankruptcy**

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04/30/20	L. Schepp	B190	Fact and cite check cites in Opposition Memorandum in preparation for filing	6.90
04/30/20	S. Smith	B160	Continued prep of fee app.	2.50
				Total \$52,570.50

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	7.70	785.00	6,044.50
S. Smith	15.60	765.00	11,934.00
K. Kolb	16.00	610.00	9,760.00
D. Field	4.60	435.00	2,001.00
G. Fromer	8.40	420.00	3,528.00
D. Kopf	.40	410.00	164.00
L. Poretsky	18.60	390.00	7,254.00
L. Schepp	21.00	335.00	7,035.00
A. Cruz	.10	325.00	32.50
S. O'Donnell	4.70	1025.00	4,817.50

DISBURSEMENTS

Shipping	123.52
Expert Witness Fees	60,602.50



Re: **Sears Bankruptcy**

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Pacer Charges	86.20
Document Processing	264.00
E-Discovery Data Hosting	100.00
	<hr/>
Total disbursements	\$61,176.22



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TASK BILLING SUMMARY

	<u>Hours</u>	<u>Amount</u>
<u>Fee/Employment Applications - B160</u>		
	39.70	\$21,738.00
Subtotals	39.70	\$21,738.00
 <u>Contested Matters (excl. assumption/rejection) - B190</u>		
	57.40	\$30,832.50
Subtotals	57.40	\$30,832.50



FEDERAL ID: 13-2991662

Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

April 20, 2020
Bill Number: 354103
File Number: 19609-0002

Re: Jointly Asserted Causes of Action

Fees for legal services rendered through March 31, 2020	\$291,722.00
Expenses posted through March 31, 2020	203.09
TOTAL	\$291,925.09

**Kindly return this page with your
check payment to:**
Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016

Send wire payments to:
Citibank, N.A.
ABA Number: 021000089
Account Number: 4971716165
SWIFT #: CITIUS33

PLEASE REMIT PAYMENT WITHIN 30 DAYS



Re: **Jointly Asserted Causes of Action**

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LEGAL SERVICES

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Time</u>
03/02/20	C. Carty		Analyze and strategize regarding discovery from Wachtell.	1.70
03/02/20	E. Plowman		Review Wachtell documents.	1.70
03/02/20	G. Fromer		Review documents for relevant issues	7.00
03/02/20	J. D'Angelo		Confer with S. O'Donnell re: staffing re: Wachtell review and progress re: same; review numerous filing notifications.	.60
03/02/20	K. Kolb		Revise chart summarizing defendants' arguments	3.00
03/02/20	K. Kolb		Research for motion to dismiss	2.50
03/02/20	K. Kolb		Discuss opposition brief legal issues with GU	.30
03/02/20	S. O'Donnell		Coordinate discovery.	.30
03/03/20	C. Carty		Correspondence re conflict issues regarding third party discovery.	.60
03/03/20	C. Carty		Analyze and strategize regarding discovery from Wachtell.	2.50
03/03/20	E. Plowman		Review Wachtell documents.	6.60
03/03/20	G. Fromer		Review documents for relevant issues	7.00
03/03/20	H. Zimmer		Analyze and code documents on relativity for issue tags	.40



Re: **Jointly Asserted Causes of Action**

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03/03/20	H. Zimmer	Confer with Kyle Kolb on search parameters for subpoena and document review	.30
03/03/20	H. Zimmer	Confer with Jason D'Angelo and Kyle Kolb concerning subpoena and search term parameters	.20
03/03/20	J. D'Angelo	Confer with team re W document review and compilation of additional custodians and search terms; review current list and custodian list; emails with C. Carty, K. Kolb and E. Plowman re: same.	1.00
03/03/20	K. Kolb	Revise Blackstone requests	.30
03/03/20	K. Kolb	Draft parameters for subpoena response	.70
03/03/20	L. Schepp	Review H5 Relativity workspace for relevant documents for review	3.40
03/04/20	C. Carty	Meet with litigation team regarding discovery status in adversary proceeding regarding prepetition transactions.	.80
03/04/20	C. Carty	Analyze and strategize issues related to third party discovery.	1.40
03/04/20	E. Plowman	Review analyze documents produced in adversary proceeding Wachtell documents.	2.40
03/04/20	E. Plowman	Meeting re Wachtell document review.	.60
03/04/20	G. Fromer	Reviewed documents for relevant issues	.70



Re: **Jointly Asserted Causes of Action**

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03/04/20	G. Fromer	Discussed document review objectives, serving subpoenas, and responding to motion to dismiss	.50
03/04/20	H. Zimmer	Meeting concerning case status and document review	.50
03/04/20	H. Zimmer	Draft wachtell search term list and confer with Gabrielle Fromer and Elizabeth Plowman	.40
03/04/20	J. D'Angelo	Confer with C. Carty, G. Fromer and K. Kolb re: WLRK documents relating to KCD IP Valuation and review latest draft of WLRK search terms.	1.60
03/04/20	K. Kolb	Attend meeting regarding document review progress and related issues	.60
03/04/20	K. Kolb	Revise Blackstone requests	.10
03/04/20	K. Kolb	Email re Wachtell terms	.30
03/04/20	L. Schepp	Strategy meeting regarding document review, per S. O'Donnell.	.70
03/04/20	L. Schepp	Work with H5 and case team regarding searches and document review strategy.	5.60
03/04/20	S. O'Donnell	Team meeting; strategy and analysis; coordinate discovery	1.20
03/05/20	C. Carty	Analyze and strategize issues related to third party discovery.	2.10
03/05/20	C. Carty	Review and analyze motion to dismiss briefing.	2.20



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03/05/20	C. Carty	Participate in call with co-counsel regarding status of discovery.	.50
03/05/20	G. Fromer	Discussed document review timeline objectives	.20
03/05/20	H. Zimmer	Confer with Chris Carty concerning wachtell search term list	.20
03/05/20	J. D'Angelo	Review e-mail and correspondence between J. Sorkin and P. Anker; follow up re: WLRK review.	.40
03/05/20	K. Kolb	Discuss threading options with L Schepp	.30
03/05/20	K. Kolb	Discuss meet and confer issues with LS	.30
03/05/20	L. Schepp	Review H5 workspace with vendor for document review workflow with email threading.	3.40
03/05/20	L. Schepp	Confirm names for Wachtell domains, per K. Kolb	3.60
03/06/20	J. D'Angelo	Emails re: WLRK review and use of H5 threading analytics tool to reduce population of documents to be reviewed; review various correspondence among counsel for all parties; review latest list of custodians and new search terms.	1.10
03/06/20	L. Schepp	Work with vendor and case team regarding email threading in preparation for document review, per K. Kolb	7.20
03/06/20	S. O'Donnell	Supervise discovery team progress.	.20



Re: **Jointly Asserted Causes of Action**

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03/07/20	H. Zimmer	Review documents on relativity and code for relevance and issue tags	.20
03/07/20	K. Kolb	Review and analyze threading presentation from vendor	1.00
03/07/20	K. Kolb	Analyze documents using threading analytics tool	1.00
03/07/20	L. Schepp	Create various searches for document review in Relativity workspace, per K. Kolb.	1.10
03/08/20	H. Zimmer	Conduct research into Blackstone and revise cover page for Blackstone subpoena and notice of intent to serve subpoena	.70
03/09/20	C. Carty	Analyze Cyrus responses and objections to document requests in preparation for meet and confer.	.80
03/09/20	E. Plowman	Training for review of documents.	2.50
03/09/20	G. Fromer	Review documents for relevant issues	.30
03/09/20	G. Fromer	Discuss organization and efficiency of threading document review	2.80
03/09/20	H. Zimmer	Review video on threading for Sears review	.80
03/09/20	H. Zimmer	Conference on document threading for Sears review and review documents using thread view er and confer with Kyle Kolb, Gabrielle Fromer, Linda Schepp, and Liz Plowman on same	2.10



Re: **Jointly Asserted Causes of Action**

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03/09/20	H. Zimmer	Confer with Kyle Kolb and Chris Carty concerning Blackstone subpoena	.20
03/09/20	J. D'Angelo	Catch up on numerous filings.	.40
03/09/20	K. Kolb	Prepare for and attend training regarding threading	1.40
03/09/20	K. Kolb	Train associates on threading	.70
03/09/20	K. Kolb	Discuss Cyrus discovery issues with HZ	.20
03/09/20	K. Kolb	Revise Blackstone subpoena and serve on counsel	.80
03/09/20	K. Kolb	Analyze motions to dismiss	.50
03/09/20	K. Kolb	Analyze documents from Wachtell	1.00
03/09/20	L. Schepp	Working with vendor and case team regarding document review workflow.	5.60
03/09/20	L. Schepp	Update domain list from Relativity,	5.40
03/10/20	C. Carty	Analyze and draft search parameters for Wachtell discovery.	3.30
03/10/20	C. Carty	Analyze response to motions to dismiss.	1.60
03/10/20	E. Plowman	Review Wachtell documents.	6.10
03/10/20	G. Fromer	Review documents for relevant issues	3.80
03/10/20	G. Fromer	Discuss organization and efficiency of threading document review	.80
03/10/20	H. Zimmer	Review wachtell list and confer on same	.40



Re: **Jointly Asserted Causes of Action**

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03/10/20	H. Zimmer	Review emails from Blackstone regarding subpoena and Akin Gump and Herrick's response to same	.40
03/10/20	H. Zimmer	Draft agenda for meet and confer with Cyrus	.30
03/10/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	3.90
03/10/20	J. D'Angelo	Review/propose edits to search terms and custodians list; emails re: same; confer with team re: document review status and emails re: same; review additional domain names extracted from database.	2.00
03/10/20	K. Kolb	Further analysis of motions to dismiss	.30
03/10/20	K. Kolb	Revise Wachtell terms and parameters	.30
03/10/20	K. Kolb	Analyze documents produced by Wachtell and discuss with LS	3.20
03/10/20	K. Kolb	Analyze review protocol and plan	.20
03/10/20	L. Schepp	Update domain list for identifying potential custodians	5.40
03/10/20	L. Schepp	Working with case team regarding document review protocol.	2.20
03/11/20	C. Carty	Prepare for meet and confer re Cyrus discovery.	1.50
03/11/20	C. Carty	Participate in discovery meet and confer.	.50



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03/11/20	E. Plowman	Analyze documents produced in adversary proceeding.	7.10
03/11/20	H. Zimmer	Confer with Kyle Kolb on Blackstone meet and confer, review documents on relativity for blackstone terms and email Kyle Kolb a copy of Blackstone term sheet	.50
03/11/20	H. Zimmer	Call with Cyrus and draft summary of call	.90
03/11/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.70
03/11/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.60
03/11/20	H. Zimmer	Review compiled list of Cyrus players from relativity	.10
03/11/20	H. Zimmer	Review emails from Blackstone counsel	.10
03/11/20	J. D'Angelo	Emails with C. Carty and K. Kolb; handle request per same regarding S. Charles interview; emails re: document review progress and related issues.	.40
03/11/20	K. Kolb	Review privilege stipulation	.20
03/11/20	K. Kolb	Analyze objections in preparation for meet and confer	.30
03/11/20	K. Kolb	Email regarding review instructions	.30



Re: **Jointly Asserted Causes of Action**

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03/11/20	K. Kolb	Attend meet and confer with counsel for Cyrus defendants	.50
03/11/20	K. Kolb	Draft potential Cyrus parameters	.20
03/11/20	L. Schepp	Update domain list for Cyrus and Wachtell names	2.80
03/12/20	C. Carty	Analyze issues related to Cyrus discovery positions.	1.20
03/12/20	E. Plowman	Analyze documents produced in adversary proceeding.	8.50
03/12/20	G. Fromer	Review documents for relevant issues	2.10
03/12/20	H. Zimmer	Prepare for call with Blackstone counsel and conference call with counsel at Blackstone concerning subpoena issued	.60
03/12/20	H. Zimmer	Review documents on Sears' loan and confer with Chris Carty on same, Kyle Kolb, and Gabrielle Fromer on same	.30
03/12/20	H. Zimmer	Review memorandum on pre-petition financing transactions	.80
03/12/20	H. Zimmer	Email Kyle Kolb materials for blackstone meet and confer on subpoena	.10
03/12/20	H. Zimmer	Analyze protective order entered into case for whether it is permissible to disclose documents produced in litigation to third-party, Blackstone and confer with kyle Kolb on same	.30



Re: **Jointly Asserted Causes of Action**

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03/12/20	H. Zimmer	Review emails between Herrick and akin gump on discovery timing	.10
03/12/20	H. Zimmer	Confer with Kyle Kolb and confer with Gabrielle Fromer on discovery review	.20
03/12/20	H. Zimmer	Analyze documents on relativity and code for relevance and issues	.50
03/12/20	H. Zimmer	Confer with Kyle Kolb concerning discovery related issues, including Blackstone, doc review, and pre-petition memo	.20
03/12/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.70
03/12/20	K. Kolb	Discuss doc review issues with HZ	.30
03/12/20	K. Kolb	Review interview from Rule 2004 investigation	.90
03/12/20	K. Kolb	Meet and confer with Blackstone	.40
03/12/20	K. Kolb	Supervise document review	.20
03/12/20	K. Kolb	Email to Akin regarding subpoena	.20
03/12/20	K. Kolb	Prepare for meet and confer	.20
03/12/20	L. Schepp	Finalize domain list	1.30
03/12/20	L. Schepp	Create hot documents search in H5 workspace for K. Kolb	.20
03/13/20	C. Carty	Call with Herrick team regarding motions to dismiss.	.30
03/13/20	C. Carty	Call with co-counsel re strategy for motions to dismiss.	.50



Re: **Jointly Asserted Causes of Action**

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03/13/20	C. Carty	Review and analyze motions to dismiss and strategize responses thereto.	2.90
03/13/20	C. Carty	Review and analyze outline and draft response to Cyrus motion to dismiss arguments.	2.10
03/13/20	E. Plowman	Analyze documents produced in investigation.	6.70
03/13/20	G. Fromer	Review documents for relevant issues	2.80
03/13/20	J. D'Angelo	Review 26(f) proposal; e-mail re: same.	.60
03/13/20	K. Kolb	Supervise review of documents	.30
03/13/20	K. Kolb	Analyze draft 26(f) report	.30
03/13/20	K. Kolb	Draft emails to counsel for Blackstone and Morritt	.50
03/13/20	K. Kolb	Attend calls regarding motion to dismiss oppositions	1.10
03/13/20	L. Schepp	Work with attorneys regarding document review workflow	.70
03/14/20	H. Zimmer	Analyze documents on relativity database and code documents for responsive and relevant issues	1.10
03/14/20	H. Zimmer	Analyze documents on relativity database and code documents for responsive and relevant issues	2.00
03/14/20	K. Kolb	Review transcript of interview of Scott Charles	1.00



Re: **Jointly Asserted Causes of Action**

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03/15/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.40
03/15/20	H. Zimmer	Review production on relativity for eastdil and blackstone related documents in anticipation of meet and confer with Blackstone and confer with Kyle Kolb regarding same	.80
03/15/20	L. Schepp	Work on domain searches for Blackstone entity	.40
03/16/20	C. Carty	Analyze conflicts issues related to third party discovery.	.60
03/16/20	E. Plowman	Review third party production.	8.40
03/16/20	G. Fromer	Review documents for relevant issues	1.80
03/16/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.80
03/16/20	H. Zimmer	Email Akin Gump concerning Eastdil production in relation to Blackstone subpoena	.20
03/16/20	K. Kolb	Call with Dani Marlow regarding Blackstone subpoena	.10
03/16/20	K. Kolb	Email to Wilmer Hale regarding Blackstone subpoena	.20
03/16/20	K. Kolb	Supervise review	.20
03/16/20	K. Kolb	Analyze transcript of S Charles interview	.50



Re: **Jointly Asserted Causes of Action**

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03/17/20	C. Carty	Draft updates to third party discovery status and analyze issues related thereto.	1.90
03/17/20	C. Carty	Draft search parameters for third party discovery.	.60
03/17/20	C. Carty	Analyze research with respect to Cyrus motion to dismiss.	1.80
03/17/20	E. Plowman	Analyze documents produced by third party	4.80
03/17/20	E. Plowman	Sears 2 call	.60
03/17/20	G. Fromer	Discuss additional document production	.50
03/17/20	G. Fromer	Review documents for relevant issues	1.50
03/17/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.50
03/17/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	2.10
03/17/20	H. Zimmer	Conference call with Chris re: various claims and background on loans and projects entered into by Sears and email Kyle Kolb, Gabrielle Fromer, and Elizbeth Plowman on same	.30
03/17/20	H. Zimmer	Confer with Kyle Kolb on eastdil production for blackstone related subpoena	.10



Re: **Jointly Asserted Causes of Action**

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03/17/20	H. Zimmer	Confer with Kyle Kolb and Linda Schepp on blackstone searches	.20
03/17/20	H. Zimmer	Confer with Chris Carty, Sean O'Donnell, Kyle Kolb, Elizabeth Plowman, and Gabrielle Fromer re discovery-related issues with productions from parties and document review	.20
03/17/20	J. D'Angelo	Emails re: search parameters and re: document review progress; e-mail re: various filings.	.40
03/17/20	K. Kolb	Call re status of discovery.	.40
03/17/20	K. Kolb	Analyze Wilmer Hale revisions to Wachtell ESI parameters	.20
03/17/20	K. Kolb	Supervise review by answering questions from team and related analysis of documents produced by Wachtell	.80
03/17/20	K. Kolb	Conduct second level review	.50
03/17/20	L. Schepp	Review production documents related to Blackstone.	3.10
03/17/20	S. O'Donnell	Confer w/ team re discovery; confer w/ DZ of Akin re same; f/up w/ team re same.	1.00
03/18/20	C. Carty	Call with S. O'Donnell re third party discovery status and next steps.	.50
03/18/20	C. Carty	Correspond with subpoena recipients regarding third party discovery status and analyze same.	1.50



Re: **Jointly Asserted Causes of Action**

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03/18/20	C. Carty	Review and analyze case law related to Cyrus motion to dismiss.	1.10
03/18/20	E. Plowman	Analyze documents produced in response to subpoena.	8.30
03/18/20	G. Fromer	Review documents for relevant issues	1.90
03/18/20	H. Zimmer	Revise working document with terms and background information for Sears 2 document review and confer with Kyle Kolb on same	.20
03/18/20	H. Zimmer	Review emails on subpoena issues and draft of email to Wachtell	.30
03/18/20	H. Zimmer	Confer on Sears with Kyle Kolb, Chris Carty, and Gabrielle Fromer regarding discovery issues	.40
03/18/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.40
03/18/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.90
03/18/20	J. D'Angelo	E-mail re: document review.	.10
03/18/20	K. Kolb	Call with SO and CC regarding meet and confer negotiations	.50
03/18/20	K. Kolb	Draft email to Deloitte regarding subpoena response	.20
03/18/20	K. Kolb	Draft proposed ESI parameters for Cyrus defendants and analyze documents to inform these	1.70



Re: **Jointly Asserted Causes of Action**

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03/18/20	K. Kolb	Analyze outline and draft of portion of motion to dismiss opposition	.70
03/18/20	K. Kolb	Draft first-level review protocol document	.90
03/18/20	K. Kolb	Supervise document review and email further instructions to team	.50
03/18/20	S. O'Donnell	Confer w/ CC and KK re expediting discovery; review/comment on W correspondence; akin update re same; confer w/ HZ.	1.20
03/19/20	C. Carty	Review and analyze documents from document productions in connection with prepetition transfer adversary proceeding.	1.20
03/19/20	E. Plowman	Analyze documents produced in adversary proceeding.	4.70
03/19/20	G. Fromer	Review documents for relevant issues	.80
03/19/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	3.20
03/19/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.40
03/19/20	H. Zimmer	Review scott Charles interview	.40



Re: **Jointly Asserted Causes of Action**

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03/19/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.80
03/19/20	K. Kolb	Supervise review	.10
03/20/20	C. Carty	Review and analyze production in connection with prepetition transfer adversary proceeding.	2.80
03/20/20	C. Carty	Analyze issues related to discovery in connection with prepetition transfer adversary proceeding.	2.10
03/20/20	E. Plowman	Analyze documents produced in adversary proceeding.	2.40
03/20/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.70
03/20/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.60
03/20/20	K. Kolb	Supervise document review of Wachtell production	.30
03/20/20	K. Kolb	Analyze draft of portion of motion to dismiss opposition	1.00
03/21/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.20



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03/21/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.50
03/22/20	K. Kolb	Supervise document review and analyze additional documents from Wachtell	.20
03/23/20	C. Carty	Review and revise draft letter to Wachtell regarding discovery in connection with prepetition transfer adversary proceeding.	.50
03/23/20	C. Carty	Draft third party discovery status update.	1.80
03/23/20	C. Carty	Analyze proposed Wachtell searches for third party discovery in preparation for meet and confer.	.80
03/23/20	C. Carty	Meet and confer with counsel from Wachtell regarding subpoena in connection with prepetition transfer adversary proceeding and prepare for same.	1.00
03/23/20	C. Carty	Call with co-counsel at Akin Gump regarding status of third party discovery.	.50
03/23/20	C. Carty	Review and analyze Wachtell documents in connection with prepetition transfer adversary proceeding.	3.20
03/23/20	E. Plowman	Analyze documents produced in adversary proceeding.	9.10
03/23/20	G. Fromer	Review documents for relevant issues	6.40



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03/23/20	H. Zimmer	Conference call with Akin Gump, Chris Carty, Kyle Kolb, and Sean O'Donnell concerning discovery dispute with Wachtell	.60
03/23/20	H. Zimmer	Conference call with counsel at Wachtell and Wilmer Hale concerning discovery	.70
03/23/20	H. Zimmer	Conference call with Chris Carty, Sean O'Donnel, and Kyle Kolb concerning discovery from Wachtell	.30
03/23/20	H. Zimmer	Draft email to Wachtell and confer with Chris Carty concerning same	.80
03/23/20	H. Zimmer	E-mail Elizabeth Plowman and Gabrielle Plowman concerning document review	.20
03/23/20	H. Zimmer	Confer with Kyle Kolb on document review	.20
03/23/20	H. Zimmer	Review complaint and Scott Charles interview for issues for doc review	.30
03/23/20	K. Kolb	Analyze interview of Scott Charles	1.50
03/23/20	K. Kolb	Meet and confer with Wachtell and follow-up call	1.00
03/23/20	K. Kolb	Call with Akin Gump to discuss third party discovery	.50
03/23/20	K. Kolb	Discuss review status with HZ	.20
03/23/20	K. Kolb	Second level review of Wachtell production and related review item	3.90



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03/23/20	S. O'Donnell	Coordinate doc review; prep and participate in Wachtell discovery call; confer w/ team re same; coordinate call w/ akin re same; prep and participate in same; coordinate f/up w/ Wachtell and doc review.	2.50
03/24/20	C. Carty	Analyze issues in connection with discovery related to prepetition transfer adversary proceeding.	2.90
03/24/20	C. Carty	Analyze issues related to Cyrus motion to dismiss.	1.20
03/24/20	C. Carty	Review and analyze Deloitte comments to proposed searches in connection with third party discovery.	.30
03/24/20	C. Carty	Call with document review team regarding review status in connection with prepetition transfer adversary proceeding.	.50
03/24/20	C. Carty	Revise and draft portions of letter to Wachtell regarding discovery in connection with prepetition transfer adversary proceeding.	4.20
03/24/20	C. Carty	Call with Richards Layton and Wilmer Hale in connection with third party discovery subpoena related to prepetition transfer adversary proceeding and prepare for same.	.70
03/24/20	E. Plowman	Analyze documents produced in adversary proceeding.	5.60



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03/24/20	E. Plowman	Review depo transcript	2.70
03/24/20	E. Plowman	Internal team meeting re doc review	1.00
03/24/20	G. Fromer	Review documents for relevant issues	6.60
03/24/20	G. Fromer	Discuss document review objectives and strategy	.50
03/24/20	H. Zimmer	Confer with Kyle Kolb, Sean O'Donnell, and Chris Carty concerning discovery on Wachtell and Confer with Kyle Kolb and Chris Carty concerning discovery on Deloitte	.30
03/24/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	3.50
03/24/20	H. Zimmer	Confer with Kyle Kolb and Chris Carty on discovery	.30
03/24/20	J. D'Angelo	Review progress on document review.	.30
03/24/20	K. Kolb	Call with review team regarding Wachtell issues	.50
03/24/20	K. Kolb	Revise letter to Wachtell	.60
03/24/20	K. Kolb	Analyze response on ESI parameters from Deloitte	.20
03/24/20	K. Kolb	Conduct second-level review of Wachtell production review	5.80



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03/24/20	S. O'Donnell	Review/revise correspondence to Wachtell re discovery; coordinate doc review; hot docs; confer w/ DC re Wilmer correspondence.	1.50
03/25/20	C. Carty	Call with S. O'Donnell re letter to Wachtell regarding discovery in prepetition transfer adversary proceeding.	.40
03/25/20	C. Carty	Revise and finalize letter to Wachtell regarding discovery in connection with prepetition transfer adversary proceeding.	1.60
03/25/20	C. Carty	Analyze issues related to document review in connection with prepetition transfer adversary proceeding.	1.80
03/25/20	C. Carty	Review and analyze documents in connection with prepetition transfer adversary proceeding.	1.40
03/25/20	E. Plowman	Analyze documents produced in adversary proceeding.	8.60
03/25/20	G. Fromer	Review documents for relevant issues	7.00
03/25/20	H. Zimmer	Confer with Kyle Kolb, Gabrielle Fromer, Linda Schepp, Chris Carty concerning discovery review	.40
03/25/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	2.30
03/25/20	H. Zimmer	Confer with Kyle Kolb and Chris Carty on discovery	.30



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03/25/20	K. Kolb	Attend to first level review issues and supervision	1.70
03/25/20	K. Kolb	Discuss review issues with HZ	.40
03/25/20	K. Kolb	Emails regarding additional subpoenas	.20
03/25/20	L. Schepp	Compile documents related to Cleary Gottlieb for attorney review.	1.60
03/25/20	L. Schepp	Analyze H5 treading in review batches, per K. Kolb.	3.90
03/25/20	S. O'Donnell	Review/revise letter to wachtell; confer w/ akin re same; add'l revisions to same.	1.00
03/26/20	C. Carty	Review and analyze Deloitte notes regarding search terms and custodians.	1.10
03/26/20	C. Carty	Participate in meet and confer call with Deloitte regarding search parameters for discovery in connection with prepetition transfer adversary proceeding and prepare for same.	.80
03/26/20	C. Carty	Analyze issues related to document review in connection with prepetition transfer adversary proceeding.	1.20
03/26/20	C. Carty	Review and analyze documents produced in connection with prepetition transfer adversary proceeding.	2.30



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03/26/20	C. Carty	Review and analyze research related to Cyrus motion to dismiss response.	2.20
03/26/20	D. Field	Telephone conference with K. Kolb, H. Zimmer, and S. Stockman regarding document review.	1.00
03/26/20	D. Field	Review production for responsive and hot documents.	5.90
03/26/20	E. Plowman	Analyze documents produced in adversary proceeding.	3.00
03/26/20	G. Fromer	Review documents for relevant issues	7.00
03/26/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.10
03/26/20	H. Zimmer	Conference call with Kyle Kolb, Silvia Stockman, and Dan Field concerning document review and matter	1.00
03/26/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.30
03/26/20	H. Zimmer	Confer with Kyle Kolb on deloitte search parameters and prepare for meet and confer with Deloitte	.20
03/26/20	H. Zimmer	Conference call with Deloitte and Wilmer Hale on subpoena	.50



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03/26/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.00
03/26/20	H. Zimmer	Revise memorandum on document review	.30
03/26/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.00
03/26/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.40
03/26/20	H. Zimmer	Conduct review of documents from Eastdil and draft search terms for Blackstone meet and confer	1.60
03/26/20	H. Zimmer	Confer with Kyle Kolb on document review	.10
03/26/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.10
03/26/20	J. D'Angelo	Review e-mail notices of latest filings.	.50
03/26/20	K. Kolb	Training and background summary call with HZ, SS, and DF	1.00
03/26/20	K. Kolb	Attend meet and confer with Deloitte	.50
03/26/20	K. Kolb	Supervise first level review and discuss related issues with team	1.80



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03/27/20	C. Carty	Draft summary of status of discovery of various parties for purposes of Rule 26(f) conference in connection with prepetition transfer adversary proceeding.	1.80
03/27/20	C. Carty	Analyze issues related to document review in connection with prepetition transfer adversary proceeding.	1.30
03/27/20	C. Carty	Review and analyze key documents from document review in connection with prepetition transfer adversary proceeding and draft summary of same.	2.50
03/27/20	D. Field	Review amended complaint and interview of Scott Charles and continue document review	3.40
03/27/20	E. Plowman	Analyze documents produced in adversary proceeding.	9.60
03/27/20	G. Fromer	Review documents for relevant issues	6.10
03/27/20	H. Zimmer	Review search parameters for Blackstone subpoena	.10
03/27/20	H. Zimmer	Revise Blackstone search parameters	.10
03/27/20	H. Zimmer	Confer with Kyle Kolb, Chris Carty and Akin Gump concerning discovery production and meet and confer with Cyrus and third-parties	1.10
03/27/20	H. Zimmer	Confer with Gabrielle Fromer, Dan Field, Kyle Kolb, and Silvia Stockman on discovery review	.30



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03/27/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.10
03/27/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	2.10
03/27/20	K. Kolb	Analyze Blackstone subpoena served by opposing counsel	.10
03/27/20	K. Kolb	Revise and send proposed parameters for subpoena response to counsel for Blackstone	.20
03/27/20	K. Kolb	Revise list of meet and confer statuses	.20
03/27/20	K. Kolb	Analyze hit report from Deloitte	.30
03/27/20	K. Kolb	Revise Blackstone parameters	.30
03/27/20	K. Kolb	Supervise first level review	.30
03/27/20	K. Kolb	Analyze documents produced in adversary proceeding.	1.60
03/28/20	E. Plowman	Analyze documents produced in adversary proceeding.	3.20
03/28/20	H. Zimmer	Email Silvia Stockman, Gabrielle fromer, Dan Field, Elizabeth Plowman, Kyle Kolb, and Chris Carty concerning document review and communications with Akin Gump regarding same	.20



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03/28/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.10
03/28/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.50
03/28/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.90
03/28/20	K. Kolb	Analyze documents produced in adversary proceeding.	2.00
03/29/20	C. Carty	Review and revise summary of party and third party discovery in connection with prepetition transfer adversary proceeding.	.80
03/29/20	D. Field	Continue document review	3.00
03/29/20	E. Plowman	Analyze documents produced in adversary proceeding.	2.70
03/29/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	2.60
03/29/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	3.10



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03/29/20	H. Zimmer	Review emails between Akin and Herrick concerning document review and confer with kyle Kolb on same	.10
03/29/20	K. Kolb	Analyze documents produced by Wachtell in Rule 2004 investigation	3.00
03/30/20	C. Carty	Analyze issues raised during meet and confer with Wachtell in connection with prepetition transfer adversary proceeding.	1.00
03/30/20	C. Carty	Review and revise draft Rule 26(f) report regarding party and third party discovery status in connection with prepetition transfer adversary proceeding.	.60
03/30/20	C. Carty	Analyze issues related to document review and case strategy.	2.10
03/30/20	C. Carty	Review and analyze Wachtell letter regarding discovery in connection with prepetition transfer adversary proceeding and response thereto.	1.20
03/30/20	C. Carty	Revise proposed search parameters for Cyrus discovery in connection with prepetition transfer adversary proceeding and draft correspondence to Milbank re same.	1.90
03/30/20	C. Carty	Call with S. O'Donnell re Wachtell letter re discovery in prepetition transfer adversary proceeding.	.70



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03/30/20	C. Carty	Participate in meet and confer call with Wachtell related to third party discovery in prepetition transfer adversary proceeding.	.50
03/30/20	D. Field	Telephone conference with H. Zimmer regarding document and coding and continue document review as well as review of amended complaint and interview of Scott Charles dated 12/10/2018	4.20
03/30/20	E. Plowman	Analyze documents produced in adversary proceeding.	9.40
03/30/20	G. Fromer	Review documents for relevant issues	7.10
03/30/20	H. Zimmer	Analyze documents for relevance and code for issue and confer with Dan Field on same	.50
03/30/20	H. Zimmer	Confer Kyle Kolb, Elizabeth plowman, Silvia Stockman, Dan Field, and Gabrielle Fromer concerning document review	.20
03/30/20	H. Zimmer	Review letter from Wachtell concerning discovery and confer in-firm on same	.30
03/30/20	H. Zimmer	Conference call with Willmer Hale and Wachtell concerning discovery	.50
03/30/20	H. Zimmer	Conference call with Akin Gump concerning discovery	.50
03/30/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.80



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03/30/20	H. Zimmer	Confer with Akin Gump on discovery review	.20
03/30/20	H. Zimmer	Email Kyle Kolb and Chris Carty concerning meet and confer with Wachtell on subpoena	.50
03/30/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.70
03/30/20	J. D'Angelo	Catch up on emails re: latest filings.	.30
03/30/20	K. Kolb	Attend meet and confer with Wachtell	.50
03/30/20	K. Kolb	Attend call with SO, CC, HZ and D. Zensky regarding strategy for meet and confer negotiations	.50
03/30/20	K. Kolb	Analyze letter from Wachtell	.30
03/30/20	K. Kolb	Revise update about meet and confer status	.20
03/30/20	K. Kolb	Attend to supervising first level review	.40
03/30/20	K. Kolb	Analyze documents produced in adversary proceeding.	3.10
03/30/20	K. Kolb	Conduct second level review of responsive review	.40
03/30/20	S. O'Donnell	Prep for Wachtell meeting; review correspondence; draft counterproposal; confer w/ akin re same; participate in Wachtell meet and confer; update call w/ akin; strategy and analysis.	3.00



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03/31/20	C. Carty	Review and analyze draft 26(f) report in connection with prepetition transfer adversary proceeding and provide comments re same.	1.80
03/31/20	C. Carty	Analyze issues related to document review and case strategy.	1.70
03/31/20	C. Carty	Meet and confer call with Girard Sharp and Robbins LLP regarding subpoenas in connection with prepetition transfer adversary proceeding.	.30
03/31/20	C. Carty	Review and analyze key documents from discovery in connection with prepetition transfer adversary proceeding and draft summary of same.	2.20
03/31/20	D. Field	Telephone conversation with K. Kolb regarding document review and further doc review based on same conversation.	4.00
03/31/20	E. Plowman	Analyze documents produced in adversary proceeding.	7.50
03/31/20	G. Fromer	Review documents for relevant issues	4.70
03/31/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.60
03/31/20	H. Zimmer	Confer with Chris Carty and Kyle Kolb concerning Deloitte Subpoena/parameters	.20



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03/31/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	.90
03/31/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags and confer in firm and with Akin concerning discovery subpoenas	1.20
03/31/20	H. Zimmer	Confer with associates concerning discovery review points	.20
03/31/20	H. Zimmer	Review and analyze documents on relativity database for relevance and code documents with relevance and issue tags	1.00
03/31/20	K. Kolb	Analyze documents produced in Rule 2004 investigation	.50
03/31/20	K. Kolb	Second level review of document review	1.50
03/31/20	K. Kolb	Analyze Deloitte hit report and draft proposed modifications	1.50
03/31/20	K. Kolb	Analyze revisions to Rule 26(f) report	.50
03/31/20	S. O'Donnell	Review 26f statement and confer w/ CC re same (.2); doc review.	.30
		Total	\$291,722.00



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LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. D'Angelo	9.70	845.00	8,196.50
C. Carty	91.40	785.00	71,749.00
K. Kolb	72.10	610.00	43,981.00
H. Zimmer	84.80	435.00	36,888.00
D. Field	21.50	435.00	9,352.50
E. Plowman	133.80	420.00	56,196.00
G. Fromer	79.90	420.00	33,558.00
L. Schepp	57.60	335.00	19,296.00
S. O'Donnell	12.20	1025.00	12,505.00

DISBURSEMENTS

Online Research	45.09
Meals	22.48
Duplicating Supplies	9.34
Duplication	126.18
Total disbursements	\$203.09



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TASK BILLING SUMMARY

	<u>Hours</u>	<u>Amount</u>
—		
Subtotals	563.00	\$291,722.00
	563.00	\$291,722.00



Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

May 28, 2020
Bill Number: 355208
File Number: 19609-0002

Re: Jointly Asserted Causes of Action

Fees for legal services rendered through April 30, 2020	\$390,060.00
Expenses posted through April 30, 2020	2.88
TOTAL	\$390,062.88

**Kindly return this page with your
check payment to:**
Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016

Send wire payments to:
Citibank, N.A.
ABA Number: 021000089
Account Number: 4971716165
SWIFT #: CITIUS33

PLEASE REMIT PAYMENT WITHIN 30 DAYS



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LEGAL SERVICES

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Time</u>
04/01/20	C. Carty		Review and comment on draft Rule 26(f) report.	1.60
04/01/20	C. Carty		Review and analyze key documents from discovery in prepetition transfer adversary proceeding.	2.50
04/01/20	C. Carty		Review case law cited in motions to dismiss.	.90
04/01/20	E. Plowman		Review documents for adversary proceeding.	9.60
04/01/20	H. Zimmer		Analyze documents produced for adversary proceeding and confer with Kyle Kolb on same	.10
04/01/20	H. Zimmer		Review and analyze documents produced in adversary proceeding	3.70
04/01/20	K. Kolb		Analyze documents produced for adversary proceeding.	.20
04/01/20	K. Kolb		Analyze draft Rule 26(f) report	.10
04/01/20	L. Schepp		Update documents for chronology.	.30
04/02/20	C. Carty		Analyze matters related to document review in connection with prepetition transfer adversary proceeding.	1.50
04/02/20	D. Field		Analyze and review documents produced in adversary proceeding.	2.70
04/02/20	E. Plowman		Review documents for adversary proceeding.	9.10



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04/02/20	G. Fromer	Review documents for relevant issues	1.60
04/02/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	.80
04/02/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.50
04/02/20	K. Kolb	Analyze objections from Blackstone	.30
04/02/20	K. Kolb	Analyze documents produced by Wachtell and attend to supervising review	.60
04/02/20	S. O'Donnell	Supervise approach to document review.	.50
04/03/20	C. Carty	Review and analyze discovery correspondence from Wachtell and consider response thereto.	.80
04/03/20	C. Carty	Analyze issues related to discovery disputes in connection with prepetition transfer adversary proceeding.	2.00
04/03/20	C. Carty	Review and analyze key documents from production in prepetition transfer adversary proceeding.	1.50
04/03/20	E. Plowman	Analyze and review documents produced in adversary proceeding	7.20
04/03/20	G. Fromer	Review documents for relevant issues	3.90
04/03/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	1.20



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04/03/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.90
04/03/20	K. Kolb	Review correspondence from Wachtell regarding subpoena response	.20
04/03/20	K. Kolb	Supervise first level review of produced documents	.10
04/03/20	K. Kolb	Review letter regarding Sears ESI	.10
04/03/20	K. Kolb	Conduct second level review	1.60
04/03/20	S. O'Donnell	Review Wachtell response; confer w/ team and akin re same; draft and serve reply.	1.00
04/04/20	E. Plowman	Analyze and review documents produced in adversary proceeding	3.40
04/04/20	H. Zimmer	Conference call with KK and CC concerning Wachtell subpoena and review email from Wachtell concerning same	.80
04/04/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.40
04/04/20	K. Kolb	Supervise first level review	.10
04/04/20	K. Kolb	Analyze key documents identified during first level review	1.50
04/04/20	K. Kolb	Call with CC and HZ regarding discovery disputes	.60
04/05/20	D. Field	Analyze and review documents produced in adversary proceeding	1.60



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04/05/20	H. Zimmer	Review correspondence between Herrick and Wachtell concerning Wachtell subpoena and discovery dispute, conduct research on privilege, and draft letter concerning discovery dispute	3.10
04/05/20	K. Kolb	Discuss discovery dispute letter with HZ	.30
04/05/20	K. Kolb	Analyze hot documents identified during first level review	1.20
04/06/20	C. Carty	Review and analyze case law related to discovery disputes in prepetition transfer adversary proceeding.	.90
04/06/20	C. Carty	Review and comment on draft brief in opposition to motion to dismiss prepetition transfer adversary proceeding.	1.50
04/06/20	C. Carty	Analyze issues related to Cyrus motion to dismiss prepetition transfer adversary proceeding.	.70
04/06/20	C. Carty	Review and analyze key documents from production in prepetition transfer adversary proceeding.	1.10
04/06/20	C. Carty	Draft email correspondence regarding discovery dispute in connection with prepetition transfer adversary proceeding.	.50
04/06/20	D. Field	Analyze and review documents produced in adversary proceeding	3.30
04/06/20	E. Plowman	Analyze and review documents produced in adversary proceeding	9.20



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04/06/20	G. Fromer	Analyze and review documents produced in adversary proceeding	5.40
04/06/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	4.00
04/06/20	H. Zimmer	Review correspondence from Wilmer Hale concerning subpoena to Blackstone and confer with Kyle Kolb and Chris Carty on Wachtell subpoena	.20
04/06/20	K. Kolb	Revise joint letter re discovery dispute	1.50
04/06/20	K. Kolb	Analyze additions to Blackstone parameters from WilmerHale	.20
04/06/20	K. Kolb	Analyze documents produced in adversary proceeding	.20
04/06/20	K. Kolb	Supervise review and analyze key documents identified during first level review	1.70
04/07/20	C. Carty	Draft letter to court regarding discovery dispute in prepetition transfer adversary proceeding and analyze research related thereto.	3.00
04/07/20	C. Carty	Analyze issues related to discovery.	1.10
04/07/20	C. Carty	Analyze issues related to Cyrus motion to dismiss prepetition transfer adversary proceeding.	.90
04/07/20	D. Field	Continue review of documents produced in adversary proceeding.	.30
04/07/20	E. Plowman	Analyze and review documents produced in adversary proceeding	9.70



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04/07/20	G. Fromer	Analyze and review documents produced in adversary proceeding	7.00
04/07/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.00
04/07/20	H. Zimmer	Review correspondence from Wachtell concerning subpoena and confer with Chris Carty and Kyle Kolb on same	.30
04/07/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.10
04/07/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	.30
04/07/20	K. Kolb	Analyze response from Wachtell	.20
04/07/20	K. Kolb	Analyze key documents identified during first level review	5.20
04/07/20	K. Kolb	Supervise first level review	.10
04/07/20	S. O'Donnell	Confer w/ team and akin re Wachtell response; coordinate discovery.	.50
04/08/20	C. Carty	Review and analyze draft Rule 26(f) report and provide comments thereto.	.80
04/08/20	C. Carty	Review and analyze motion to dismiss case law.	1.60
04/08/20	C. Carty	Review, analyze, and comment on Deloitte search terms.	.50
04/08/20	E. Plowman	Analyze and review documents produced in adversary proceeding	9.90
04/08/20	G. Fromer	Analyze and review documents produced in adversary proceeding	7.00



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04/08/20	H. Zimmer	Draft notice of intent to serve subpoena and requests to UBS	.40
04/08/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	3.70
04/08/20	H. Zimmer	Analyze correspondence with third-parties and parties concerning discovery and revise amended Rule 26(f) report and confer with KK and CC on same	.40
04/08/20	H. Zimmer	Confer with CC and Akin on service subpoena to UBS	.20
04/08/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	1.80
04/08/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	.40
04/08/20	K. Kolb	Supervise first level review	.10
04/08/20	K. Kolb	Analyze documents identified as key during first level review	2.10
04/08/20	K. Kolb	Analyze revisions to Rule 26(f) report	.30
04/08/20	K. Kolb	Analyze proposed revisions from opposing counsel to parameters for Deloitte subpoena response	.40
04/08/20	L. Schepp	Compile cases in Cyrus memorandum in support of Motion to Dismiss for attorney review, per C. Carty.	1.10
04/09/20	C. Carty	Review and analyze portions of draft opposition to motion to dismiss and related case law.	2.50



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04/09/20	C. Carty	Correspondence with document review team regarding documents produced in discovery.	.50
04/09/20	C. Carty	Review and analyze documents from privileged portion of document review.	3.20
04/09/20	C. Carty	Attention to matters related to third party discovery in connection with prepetition adversary proceeding.	.60
04/09/20	C. Carty	Review revised Rule 26(f) report.	.30
04/09/20	D. Field	Review documents produced in adversary proceeding.	1.70
04/09/20	E. Plowman	Analyze and review documents produced in adversary proceeding	8.90
04/09/20	G. Fromer	Analyze and review documents produced in adversary proceeding	7.00
04/09/20	H. Zimmer	Meet and Confer with counsel for Blackstone and Wilmer Hale concerning Blackstone subpoena and confer with Kyle Kolb on same	.60
04/09/20	H. Zimmer	Draft and revise subpoena to UBS entities, notice of intent to serve subpoena, document requests to UBS entities, conduct research on UBS entities, and review and analyze documents in adversary proceeding in connection with UBS	2.70
04/09/20	K. Kolb	Supervise first level review and discuss hot documents with review team	.70



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04/09/20	K. Kolb	Analyze key documents identified during first level review	1.80
04/09/20	K. Kolb	Prepare for and attend Blackstone meet and confer	.70
04/09/20	K. Kolb	Analyze revisions to Rule 26(f) report	.30
04/09/20	L. Schepp	Update document review strategies with case team.	.30
04/09/20	S. O'Donnell	Supervise and strategize re: approach to document review.	1.50
04/09/20	S. Stockman	Review pleadings and conduct document review.	3.70
04/10/20	C. Carty	Review and analyze updated draft opposition to motion to dismiss in connection with prepetition transfer adversary proceeding.	1.50
04/10/20	C. Carty	Review and analyze case law in connection with motion to dismiss prepetition transfer adversary proceeding and opposition thereto.	1.20
04/10/20	C. Carty	Review and analyze key documents from discovery in connection with prepetition transfer adversary proceeding.	1.80
04/10/20	D. Field	Continue review of documents produced in adversary proceeding.	2.20
04/10/20	E. Plowman	Analyze and review documents produced in adversary proceeding	3.40
04/10/20	G. Fromer	Analyze and review documents produced in adversary proceeding	2.40



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04/10/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.40
04/10/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.30
04/10/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.70
04/10/20	H. Zimmer	Confer with KK, GR, EP, DF, and SS on review of documents produced in adversary proceeding	.10
04/10/20	K. Kolb	Supervise first level review team	.50
04/10/20	K. Kolb	Analyze key documents identified during first level review	3.80
04/10/20	L. Schepp	Communication with case team and vendor regarding Relativity settings.	.80
04/10/20	S. Stockman	Analyze and review documents produced in adversary proceeding.	4.40
04/11/20	H. Zimmer	Review and analyze documents produced in adversary proceeding concerning UBS	.50
04/11/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	3.90
04/12/20	D. Field	Continue review of documents produced in adversary proceeding.	3.00
04/12/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	4.40
04/12/20	K. Kolb	Supervise first level review	.20
04/12/20	K. Kolb	Analyze key documents identified during first level review	1.00



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04/12/20	R. Ginzburg	Review motion to dismiss response issues with respect to Count 26.	.10
04/13/20	C. Carty	Meet and confer call with Milbank re discovery to Cyrus in connection with discovery in the prepetition transfer adversary proceeding.	.40
04/13/20	C. Carty	Analyze issues related to third party discovery in connection with prepetition transfer adversary proceeding.	.80
04/13/20	C. Carty	Work on opposition to Cyrus motion to dismiss prepetition adversary proceeding.	3.80
04/13/20	E. Plowman	Review and analyze documents in adversary proceeding	7.20
04/13/20	G. Fromer	Analyze and review documents produced in adversary proceeding	1.20
04/13/20	H. Zimmer	Prepare for meet and confer with counsel for the Cyrus Defendants and conduct meet and confer with counsel for the Cyrus Defendants	.70
04/13/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	3.70
04/13/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	1.00
04/13/20	K. Kolb	Supervise first level review and discuss key documents with SS	.40
04/13/20	K. Kolb	Prepare for and attend meet and confer with counsel for Cyrus	.50
04/13/20	K. Kolb	Research for opposition brief	.50



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04/13/20	K. Kolb	Analyze draft motion to dismiss opposition	1.80
04/13/20	L. Schepp	Compile list of documents related to Highly Confidential designation issue, per K. Kolb.	.80
04/13/20	R. Ginzburg	Prepare for call regarding motion to dismiss response.	.10
04/13/20	S. Stockman	Analyze and review documents produced in adversary proceeding.	3.50
04/14/20	C. Carty	Call with Akin regarding motion to dismiss briefing.	.30
04/14/20	C. Carty	Work on opposition to Cyrus motion to dismiss prepetition adversary proceeding.	3.50
04/14/20	E. Plowman	Review and analyze documents in adversary proceeding	9.70
04/14/20	G. Fromer	Analyze and review documents produced in adversary proceeding	.20
04/14/20	H. Zimmer	Confer with Kyle Kolb on Wachtell subpoena	.30
04/14/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	5.10
04/14/20	K. Kolb	Supervise first level review	.20
04/14/20	K. Kolb	Analyze Cyrus motion to dismiss in connection with opposition drafting	1.20
04/14/20	K. Kolb	Draft follow-up email to counsel for Cyrus	.40
04/14/20	K. Kolb	Analyze key documents identified during first level review	1.20



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04/14/20	S. Stockman	Analyze and review documents produced in adversary proceeding.	5.00
04/15/20	C. Carty	Call with team members regarding motion to dismiss briefing in connection with prepetition transfer adversary proceeding.	.80
04/15/20	C. Carty	Work on opposition to Cyrus motion to dismiss prepetition adversary proceeding.	2.40
04/15/20	E. Plowman	Review and analyze documents in adversary proceeding	10.20
04/15/20	G. Utlik	Confer with Chris Carty, Kyle Kolb and Rachel Ginzburg regarding response to motion to dismiss.	.20
04/15/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.60
04/15/20	H. Zimmer	Review and analyze documents produced in adversary proceeding and confer with KK on same	.20
04/15/20	J. D'Angelo	Calls with C. Carty and K. Kolb re: opposition to Cyrus MTD; review Cyrus allegations in complaint; review Cyrus MTD; review draft arguments relating to same; begin considering response to MTD and research needed for same.	3.70
04/15/20	K. Kolb	Supervise first level review	.20
04/15/20	K. Kolb	Analyze revisions to Rule 26(f) report	.20
04/15/20	K. Kolb	Call to discuss motion to dismiss	.30



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04/15/20	K. Kolb	Analyze further drafts of motion to dismiss opposition	.80
04/15/20	R. Ginzburg	Communications with team regarding bankruptcy issues in response to motion to dismiss.	.20
04/16/20	C. Carty	Call with Richards Layton regarding scope of production in response to subpoena and draft summary of same.	.50
04/16/20	C. Carty	Participate in call with co-counsel at Akin regarding status of third party discovery and prepare for same.	1.00
04/16/20	C. Carty	Analysis and outlining related to opposition to motion to dismiss.	3.00
04/16/20	E. Plowman	Review and analyze documents in adversary proceeding.	9.70
04/16/20	G. Fromer	Analyze and review documents produced in adversary proceeding	4.40
04/16/20	H. Zimmer	Conduct research on Blackstone Custodians and review email from Ropes Gray on same	.90
04/16/20	J. D'Angelo	Review additional materials and caselaw relating to Cyrus Defendants' motion to dismiss; begin organizing brief in opposition.	2.20
04/16/20	K. Kolb	Supervise first level review	.20
04/16/20	S. O'Donnell	Review 26(F) report	.30
04/16/20	S. O'Donnell	Supervise document review progress and strategy.	.50



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04/17/20	C. Carty	Prepare for call with co-counsel and defendants' counsel regarding status of various third party discovery.	.50
04/17/20	C. Carty	Call with J. D'Angelo and K. Kolb regarding draft opposition to Cyrus motion to dismiss.	.80
04/17/20	C. Carty	Participate in call with co-counsel and defendants' counsel regarding status of various third party discovery.	1.00
04/17/20	C. Carty	Work on opposition to Cyrus motion to dismiss prepetition adversary proceeding.	3.50
04/17/20	D. Field	Continue review of documents produced in adversary proceeding.	1.70
04/17/20	E. Plowman	Research re voluntary payment doctrine for opposition to Cyrus' defendants' motion to dismiss	5.30
04/17/20	E. Plowman	Review and analyze documents in adversary proceeding	3.20
04/17/20	G. Fromer	Analyze and review documents produced in adversary proceeding	1.30
04/17/20	J. D'Angelo	Drafting opposition to Cyrus Defendants' motion to dismiss; research re: same.	6.30
04/17/20	K. Kolb	Call to discuss motion to dismiss brief with CC and JD	.80
04/17/20	K. Kolb	Email to associates regarding research assignments	.20



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04/17/20	K. Kolb	Attend call with ESL's counsel regarding status of various meet and confers	.70
04/17/20	K. Kolb	Analyze draft of opposition brief	.40
04/17/20	K. Kolb	Supervise first level review	.10
04/18/20	J. D'Angelo	Drafting opposition to Cyrus Defendants' motion to dismiss; e-mail to K. Kolb re: same.	3.60
04/18/20	K. Kolb	Supervise first level review	.10
04/18/20	K. Kolb	Analyze key documents identified during first level review	1.00
04/19/20	D. Field	Continue review of documents produced in adversary proceeding	.80
04/19/20	K. Kolb	Revise outline for brief	.70
04/19/20	K. Kolb	Analyze key documents identified during first level review	.70
04/20/20	C. Carty	Analyze potential search terms for third party discovery and draft search parameters.	1.10
04/20/20	C. Carty	Review and analyze draft opposition to motion to dismiss.	2.20
04/20/20	E. Plowman	Research re voluntary payment doctrine for opposition to Cyrus MTD	9.80
04/20/20	G. Fromer	Analyze and review documents produced in adversary proceeding	4.10
04/20/20	H. Zimmer	Review Blackstone Parameters and draft response to their proposal	.60



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04/20/20	H. Zimmer	Revise draft of search parameters for Wachtell for subpoena and confer with KK and CC concerning same	.40
04/20/20	H. Zimmer	Analyze motion to dismiss filed by Cyrus Defendants, conduct research in support of opposition to motion to dismiss, and confer with KK, CC, and JD on same	1.20
04/20/20	J. D'Angelo	Emails re: opposition to Cyrus Defendants' MTD and application of NY vs. Illinois law for unjust enrichment claim; additional research re: same.	1.90
04/20/20	K. Kolb	Revise outline for opposition brief	.30
04/20/20	K. Kolb	Analyze proposed custodians from counsel for Blackstone	.40
04/20/20	K. Kolb	Revise and transmit email to counsel for Blackstone	.10
04/20/20	K. Kolb	Supervise first level review	.10
04/20/20	K. Kolb	Review research by EP for opposition brief	.30
04/20/20	S. Stockman	Review documents produced in adversary proceeding.	5.50
04/21/20	C. Carty	Review and analyze case law related to Cyrus motion to dismiss and research related to same.	2.50
04/21/20	C. Carty	Analyze issues related to third party discovery.	.30



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04/21/20	C. Carty	Analyze search parameters for third party discovery and correspondence re same.	.50
04/21/20	E. Plowman	Research re unjust enrichment for opposition to Cyrus motion to dismiss.	7.10
04/21/20	E. Plowman	Review and analyze documents in adversary proceeding	2.80
04/21/20	G. Fromer	Analyze and review documents produced in adversary proceeding	4.00
04/21/20	H. Zimmer	Conduct research in support of opposition to motion to dismiss by Cyrus Defendants	1.60
04/21/20	H. Zimmer	Confer with KK and CC on 26(f) report	.30
04/21/20	J. D'Angelo	Review workplan for research and drafting sections of opposition brief; review research and emails from H. Zimmer and C. Carty re: same; provide guidance to associates and additional research re: same.	1.60
04/21/20	K. Kolb	Conduct additional research for opposition brief	.50
04/21/20	K. Kolb	Discuss research with EP for opposition brief	.20
04/21/20	K. Kolb	Analyze research for opposition brief by HZ	.40
04/21/20	K. Kolb	Draft motion to dismiss opposition and analyze outline	.60



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04/21/20	K. Kolb	Review research for opposition brief by EP	1.00
04/21/20	K. Kolb	Supervise first level review	.10
04/21/20	S. Stockman	Review documents produced in adversary proceeding.	1.40
04/22/20	C. Carty	Analyze issues related to Cyrus motion to dismiss and prepare opposition.	2.50
04/22/20	C. Carty	Coordinate drafting of fee application (1.0); draft summary of contested matter work for fee application (1.2).	2.20
04/22/20	C. Carty	Coordinate motion to dismiss briefing with co-counsel (0.5); review and analyze co-counsel draft briefs (1.4).	1.90
04/22/20	D. Field	Continue review of documents produced in adversary proceeding	.70
04/22/20	E. Plowman	Research for opposition to Cyrus Defendants' motion to dismiss	9.30
04/22/20	E. Plowman	Review and analyze documents in adversary proceeding	1.10
04/22/20	G. Fromer	Analyze and review documents produced in adversary proceeding	7.10
04/22/20	H. Zimmer	Conduct research and draft memorandum in opposition to motion to dismiss by Cyrus Defendants and confer with KK, CC, EP, and JD on same	2.00



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04/22/20	J. D'Angelo	Drafting opposition to Cyrus Defendants' motion to dismiss and reviewing and analyzing caselaw for same; emails re: issues relating to unjust enrichment arguments.	2.60
04/22/20	K. Kolb	Supervise first level review	.10
04/22/20	K. Kolb	Analyze and respond to research and strategy question from EP	.70
04/22/20	K. Kolb	Drafting and research for opposition brief	4.60
04/22/20	S. Stockman	Review documents produced in adversary proceeding.	1.00
04/23/20	C. Carty	Call with Herrick team regarding opposition to Cyrus motion to dismiss.	.30
04/23/20	C. Carty	Call with co-counsel at Akin regarding motion to dismiss briefing.	.30
04/23/20	C. Carty	Review, analyze, and comment on updated draft motion to dismiss related to fraudulent transfer and unjust enrichment claims.	3.10
04/23/20	E. Plowman	Call with Akin/Herrick attorneys re opposition to motions to dismiss	.50
04/23/20	E. Plowman	Research for opposition to Cyrus defendants' motion to dismiss	6.20
04/23/20	E. Plowman	Draft portions of opposition to Cyrus Defendants' motion to dismiss.	3.40
04/23/20	G. Fromer	Analyze and review documents produced in adversary proceeding	4.20



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04/23/20	H. Zimmer	Confer with KK, CC, EP, and JD on opposition to motion to dismiss by Cyrus Defendants	.30
04/23/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	4.00
04/23/20	H. Zimmer	Conduct research and draft memorandum of law in support of opposition for motion to dismiss against Cyrus Defendants and confer with KK on same	2.10
04/23/20	H. Zimmer	Conduct research and draft memorandum in support of opposition to motion to dismiss by Cyrus Defendants and confer with KK on same	1.50
04/23/20	J. D'Angelo	Prepare for and participate in pre-conference call with team and conference call with Akin re: opposition to Cyrus Defendants' motion to dismiss; emails re: same; review new drafts of Akin briefs relating to ESL defendants' (and others) motions to dismiss; consider same for opposition to Cyrus Defendants' motion to dismiss; review decision from Judge Drain re: additional pages for opposition briefs, e-mail re: same.	2.20
04/23/20	K. Kolb	Discuss research and strategy for brief with CC, JD, EP, and Akin team	.50
04/23/20	K. Kolb	Revise and related research for motion to dismiss opposition	5.90



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04/23/20	K. Kolb	Supervise first level review and answer related questions	.30
04/23/20	S. O'Donnell	Review motions to dismiss.	2.00
04/23/20	S. Stockman	Review documents produced in adversary proceedings.	1.50
04/24/20	C. Carty	Review, analyze, and comment on updated draft opposition to motion to dismiss related to fraudulent transfer and unjust enrichment claims.	2.50
04/24/20	C. Carty	Draft portions of opposition to Cyrus motion to dismiss and research related to same.	4.20
04/24/20	E. Plowman	Review and analyze documents in adversary proceeding	7.20
04/24/20	G. Fromer	Analyze and review documents produced in adversary proceeding	3.80
04/24/20	G. Utlik	Analyze draft opposition brief to motion to dismiss by Cyrus Defendants.	.80
04/24/20	H. Zimmer	Confer with KK, JD, KK, and EP on memorandum in opposition to motion to dismiss by Cyrus Defendants	.10
04/24/20	H. Zimmer	Review and analyze documents produced in adversary proceeding and confer with KK and DF on same	3.70



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04/24/20	H. Zimmer	Analyze emails from Deloitte's counsel on subpoena and confer with KK and CC on same and review copy of 26(f) report	.20
04/24/20	J. D'Angelo	Review latest draft of Opposition to Cyrus Defendants' MTD; emails re: same; revisions to same; review certain cases cited therein.	4.30
04/24/20	K. Kolb	Further revisions to motion to dismiss opposition	2.30
04/24/20	K. Kolb	Supervise first level review	.30
04/24/20	S. Stockman	Review documents produced in adversary proceeding.	2.20
04/25/20	C. Carty	Draft portions of opposition to Cyrus motion to dismiss and research related to same.	2.10
04/25/20	C. Carty	Review and revise draft opposition to Cyrus Defendants' motion to dismiss.	3.80
04/25/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.80
04/25/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	3.40
04/25/20	H. Zimmer	Prepare materials and questions for meet and confer with Blackstone on subpoena	.20
04/25/20	K. Kolb	Analyze drafts of other oppositions to motions to dismiss	2.50
04/25/20	K. Kolb	Analyze analysis of case citations in opposition brief	.60



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04/26/20	C. Carty	Review and revise draft opposition to Cyrus Defendants' motion to dismiss.	4.30
04/26/20	C. Carty	Review and analyze research related to opposition to Cyrus Defendants' motion to dismiss.	2.50
04/26/20	E. Plowman	Review and analyze documents in adversary proceeding	2.30
04/26/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	8.00
04/26/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	2.00
04/26/20	J. D'Angelo	Review and analyze latest version of Opposition to Cyrus Defendants' motion to dismiss; emails re: same; compare new arguments to arguments opposing ESL brief.	1.60
04/26/20	K. Kolb	Revise opposition brief	1.50
04/26/20	K. Kolb	Analyze cases relied upon in brief	1.40
04/26/20	S. O'Donnell	Diligence for MTD review.	2.00
04/27/20	C. Carty	Review and revise draft opposition to Cyrus Defendants' motion to dismiss.	4.40
04/27/20	E. Plowman	Review and analyze documents in adversary proceeding	5.20
04/27/20	G. Fromer	Analyze and review documents produced in adversary proceeding	3.70
04/27/20	H. Zimmer	Confer with Kyle Kolb and Chris Carty on Blackstone call and review materials to prep for call	.30



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04/27/20	H. Zimmer	Meet and Confer with Kyle Kolb, Blackstone's counsel and Wilmer Hale on Blackstone subpoena, and confer with Kyle Kolb on same	.70
04/27/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	1.40
04/27/20	J. D'Angelo	Further review/analysis of draft opposition brief and confer with team re: edits and e-mail re: alternative case cites.	1.80
04/27/20	K. Kolb	Supervise first level review	.10
04/27/20	K. Kolb	Review cases relied upon in opposition brief	4.10
04/27/20	S. O'Donnell	Prepare for MTD opposition.	.50
04/27/20	S. Stockman	Review documents produced in adversary proceedings.	1.90
04/28/20	D. Field	Review documents produced in adversary proceeding	2.90
04/28/20	E. Plowman	Research for opposition to Cyrus motion to dismiss.	10.20
04/28/20	G. Fromer	Analyze and review documents produced in adversary proceeding	3.10
04/28/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	.30
04/28/20	H. Zimmer	Review opposition to motion to dismiss for caselaw and conduct research on same	2.90
04/28/20	H. Zimmer	Review and analyze documents produced in adversary proceeding and confer with Kyle Kolb on same	4.00



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04/28/20	J. D'Angelo	Emails re: new caselaw for brief in opposition to Cyrus Defendants' motion to dismiss; review new caselaw and proposed replacement cases; confer with team re: same and notifying Akin of replacing certain cases also cited in brief opposing ESL Defendants' motion; review/edit latest draft of opposition to Cyrus Defendants' motion to dismiss.	2.70
04/28/20	K. Kolb	Analyze and discuss document review next steps with CC	.40
04/28/20	K. Kolb	Analyze opinions relied upon in opposition brief	3.70
04/28/20	K. Kolb	Further revisions to opposition brief	.90
04/28/20	K. Kolb	Analyze documents produced in Rule 2004 investigation	.60
04/28/20	K. Kolb	Analyze review issues and draft second level plan	.60
04/28/20	S. Stockman	Review documents produced in adversary proceeding.	1.60
04/29/20	C. Carty	Review and revise draft opposition to Cyrus Defendants' motion to dismiss.	6.50
04/29/20	C. Carty	Revise search terms for third party discovery.	.50
04/29/20	C. Carty	Review and comment on portions of co-counsel Brief II concerning claims against Cyrus Defendants.	2.50



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04/29/20	C. Carty	Review and analyze case law related to motions to dismiss.	2.50
04/29/20	E. Plowman	Review and analyze documents in adversary proceeding	2.40
04/29/20	E. Plowman	Review unsecured creditor committees' briefs in opposition to defendants' motions to dismiss	4.10
04/29/20	G. Fromer	Analyze and review documents produced in adversary proceeding	.60
04/29/20	G. Utlik	Follow up with Kyle Kolb regarding draft opposition to Cyrus' motion to dismiss.	.30
04/29/20	H. Zimmer	Confer with Kyle Kolb and Chris Carty on documents produced in adversary proceeding	.20
04/29/20	H. Zimmer	Confer with Elizabeth Plowman, Kyle Kolb, and Silvia Stockman on review of documents produced adversary proceeding	.10
04/29/20	H. Zimmer	Revise subpoena to third-party, UBS, and confer with Chris Carty and Doug Kopf on same	.90
04/29/20	H. Zimmer	Review and analyze documents produced in adversary proceeding	3.00
04/29/20	H. Zimmer	Revise memorandum of law in opposition to dismiss by Cyrus Defendants and confer with KK, CC, and JD on same	2.30



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04/29/20	H. Zimmer	Review and analyze documents produced in adversary proceeding and confer with Kyle Kolb, Chris Carty, and Linda Schepp on same	5.40
04/29/20	J. D'Angelo	Work on draft opposition to Cyrus Defendants' motion to dismiss and review latest drafts of opposition to ESL motion to dismiss; emails re: strategy and coordination for both opposition briefs; updated caselaw and edits from S. O'Donnell.	4.40
04/29/20	K. Kolb	Further discussion of revisions to opposition brief with HZ	.30
04/29/20	K. Kolb	Analyze and incorporate cite check results	.40
04/29/20	K. Kolb	Draft email to co-counsel regarding preferred case law	.50
04/29/20	K. Kolb	Draft and analyze strategy for second level review and chronology	.70
04/29/20	K. Kolb	Analyze edits from co-counsel to brief	.60
04/29/20	K. Kolb	Analyze comments from GU on opposition brief	.30
04/29/20	L. Schepp	Crafting searches and draft indexes for attorney use in second level issue review in the H5 Relativity workspace.	3.60
04/29/20	S. O'Donnell	Revise opposition brief.	2.50



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04/30/20	C. Carty	Review and comment on portions of co-counsel Brief II concerning claims against Cyrus Defendants.	1.70
04/30/20	C. Carty	Revise and finalize opposition to Cyrus Defendants' motion to dismiss.	7.50
04/30/20	D. Field	Continue review of documents produced in adversary proceeding	2.70
04/30/20	E. Plowman	Review oppositions to motions to dismiss	3.10
04/30/20	G. Fromer	Analyze and review documents produced in adversary proceeding	3.60
04/30/20	H. Zimmer	Review and analyze documents produced in adversary proceeding and confer with Kyle Kolb, Chris Carty, Gabrielle Fromer, and Silvia Stockman on same	4.00
04/30/20	H. Zimmer	Review and analyze documents produced in adversary proceeding and confer	3.70
04/30/20	H. Zimmer	Revise memorandum of law in opposition to motion to dismiss by Cyrus Defendants and confer with Chris Carty, Kyle Kolb on same	1.30
04/30/20	H. Zimmer	Confer with Chris Carty, Kyle Kolb on opposition to motion to dismiss by Cyrus Defendants	.20
04/30/20	H. Zimmer	Revise memorandum of law in opposition to motion to dismiss by Cyrus Defendants and confer with Chris Carty, Kyle Kolb on same	1.20



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04/30/20	H. Zimmer	Review correspondence from Blackstone's counsel concerning subpoena and confer with KK on same	.30
04/30/20	J. D'Angelo	Review /edit latest drafts of brief in opposition to Cyrus Defendants' motion to dismiss; emails re: same; emails re: related briefs and declarations/exhibits; review Akin drafts for opposition to ESL Defendants' motion to dismiss; numerous emails throughout the day re: finalizing briefs.	3.00
04/30/20	K. Kolb	Analyze proposal from counsel for Blackstone	.20
04/30/20	K. Kolb	Further revisions to motion to dismiss	1.90
04/30/20	L. Schepp	Craft Relativity searches for issue tags for attorney review.	1.40
04/30/20	S. O'Donnell	Revise opposition brief.	2.50
		Total	\$390,060.00

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. D'Angelo	41.90	845.00	35,405.50
C. Carty	119.20	785.00	93,572.00
G. Utlik	1.30	625.00	812.50
K. Kolb	80.50	610.00	49,105.00



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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
S. Stockman	31.70	435.00	13,789.50
D. Field	23.60	435.00	10,266.00
R. Ginzburg	.40	435.00	174.00
H. Zimmer	134.00	435.00	58,290.00
E. Plowman	190.40	420.00	79,968.00
G. Fromer	75.60	420.00	31,752.00
L. Schepp	8.30	335.00	2,780.50
S. O'Donnell	13.80	1025.00	14,145.00

DISBURSEMENTS

Duplication	2.88
Total disbursements	\$2.88



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TASK BILLING SUMMARY

	<u>Hours</u>	<u>Amount</u>
—		
	720.70	\$390,060.00
Subtotals	720.70	\$390,060.00

Exhibit D

Disbursement Summary

Photocopies	\$2.88
Duplicating Supplies	\$9.34
Meals	\$22.48
E-copy	\$7.38
Printing	\$40.14
Printing – Blowback	\$88.20
E-Discovery Data Hosting	\$200.00
Online Research Westlaw	\$45.09
Word Processing	\$264.00
Professional Fees – Consultant Fees (not yet invoiced)	60,602.50
Total	\$61,282.01

Exhibit E

Itemized Disbursement

Matter 1 Costs through March 31st Invoice # 354102

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
03/02/2020	0946	Larisa Poretsky	080	8.00	0.18	1.44	Printing
04/20/2020		Invoice=354102		8.00	0.18	1.44	
03/04/2020	1324	Gabrielle Fromer	080	12.00	0.18	2.16	Printing
04/20/2020		Invoice=354102		12.00	0.18	2.16	
03/04/2020	1324	Gabrielle Fromer	080	3.00	0.18	0.54	Printing
04/20/2020		Invoice=354102		3.00	0.18	0.54	
03/17/2020	4464	Jean Riley	067	10.00	0.18	1.80	E-copy Scan to Email Job ID 19018 was delivered
04/20/2020		Invoice=354102		10.00	0.18	1.80	to "JRiley@herrick.com;". Total Pages: 10, Total Bytes: 0
03/17/2020	4464	Jean Riley	067	20.00	0.18	3.60	E-copy Scan to Email Job ID 19019 was delivered
04/20/2020		Invoice=354102		20.00	0.18	3.60	to "JRiley@herrick.com;". Total Pages: 20, Total Bytes: 0
03/31/2020	0000	Feinstein - Firm Herrick	115	1.00	100.00	100.00	E-Discovery Data Hosting Minimum Charge
04/20/2020		Invoice=354102		1.00	100.00	100.00	ID: 2550283 Case Description: Simon Property Group - Sears Bankruptcy Database Creation Date: 3/27/19
		BILLED TOTALS: WORK:				109.54	6 records
		BILLED TOTALS: BILL:				109.54	

Summary

InvoiceNumber	CostCode	Worked Amount	Billed Amount	Description	Description
354102	067	5.40	5.40		E-copy
354102	080	4.14	4.14		Printing
354102	115	100.00	100.00		E-Discovery Data Hosting Minimum Charge
Subtotal 354102		109.54	109.54		
TOTAL		109.54	109.54		

Matter 1 Costs through April 30, 2020 Invoice # 355261

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
03/27/2020	0018	Redon Shehaj	013	1.00	38.52	38.52	Invoice No: 697745096	9085068
05/29/2020		Invoice=355261		1.00	38.52	38.52	Paid to: FedEx per Redon Shehaj Ship To: Christopher Carty Ship Dt: 03/27/20 Airbill: 391429136051	
							Voucher=258272 Paid	
							Vendor=Federal Express Balance=.00 Amount= 1071.45 Check #48633 05/28/2020	
03/27/2020	0018	Redon Shehaj	013	1.00	46.48	46.48	Invoice No: 697745096	9085069
05/29/2020		Invoice=355261		1.00	46.48	46.48	Paid to: FedEx per Redon Shehaj Ship To: Kyle Kolb Ship Dt: 03/27/20 Airbill: 391431169947	
							Voucher=258272 Paid	
							Vendor=Federal Express Balance=.00 Amount= 1071.45 Check #48633 05/28/2020	
03/27/2020	0018	Redon Shehaj	013	1.00	38.52	38.52	Invoice No: 697745096	9085070
05/29/2020		Invoice=355261		1.00	38.52	38.52	Paid to: FedEx per Redon Shehaj Ship To: Sean O'Donnell Ship Dt: 03/27/20 Airbill: 391428828284	
							Voucher=258272 Paid	
							Vendor=Federal Express Balance=.00 Amount= 1071.45 Check #48633 05/28/2020	
		BILLED TOTALS:	WORK:			123.52	3 records	
		BILLED TOTALS:	BILL:			123.52		
		GRAND TOTAL:	WORK:			123.52	3 records	
		GRAND TOTAL:	BILL:			123.52		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
05/01/2020	1279	Sean E. O'Donnell	026	1.00	60,602.50	60,602.50	Expert Witness Fee
05/29/2020		Invoice=355261		1.00	60,602.50	60,602.50	
							Vendor=Capital Market Risk Advisors Balance= 60602.50
							Amount= 60602.50
		BILLED TOTALS:	WORK:			60,602.50	1 records
		BILLED TOTALS:	BILL:			60,602.50	
		GRAND TOTAL:	WORK:			60,602.50	1 records
		GRAND TOTAL:	BILL:			60,602.50	

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
4/06/2020	1005	Laini John	074	1.00	86.20	86.20	PACER Invoice #2560425-Q12020 Usage Period: Jan
05/29/2020		Invoice=355261		1.00	86.20	86.20	uary 2020 - March 2020 Pages: 862.00 -C/M # Printed: 19609-0001
		Voucher=258226 Paid					Vendor=Pacer Service Center Balance=.00 Amount= 3574.10
							Check #48623 05/21/2020
		BILLED TOTALS:	WORK:			86.20	1 records
		BILLED TOTALS:	BILL:			86.20	
		GRAND TOTAL:	WORK:			86.20	1 records
		GRAND TOTAL:	BILL:			86.20	

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
04/23/2020	0020	Williams Lea	105	1.00	36.00	36.00	Williams Lea - WP Job # - 105440 - Requested By
05/29/2020		Invoice=355261		1.00	36.00	36.00	- Poretsky, Larisa Description - WORD PROCESSIN
							G-New Input Document #1 Amount of Hours:0.75C/M
							Inputted: 19609-0001
		Voucher=258121 Unpaid					Vendor=Williams Lea Inc. Balance= 9516.00 Amount= 9516.00
04/24/2020	0020	Williams Lea	105	1.00	48.00	48.00	Williams Lea - WP Job # - 105467 - Requested By
05/29/2020		Invoice=355261		1.00	48.00	48.00	- Poretsky, Larisa Description - WORD PROCESSIN
							G-Convert or Scan/Clean-up Document #1 Amount of
							Hours:1C/M Inputted: 19609-0001
		Voucher=258121 Unpaid					Vendor=Williams Lea Inc. Balance= 9516.00 Amount= 9516.00
04/24/2020	0020	Williams Lea	105	1.00	72.00	72.00	Williams Lea - WP Job # - 105470 - Requested By
05/29/2020		Invoice=355261		1.00	72.00	72.00	- Poretsky, Larisa Description - WORD PROCESSIN
							G-Convert or Scan/Clean-up Document #Local Amoun
							t of Hours:1.5C/M Inputted: 19609-0001
		Voucher=258121 Unpaid					Vendor=Williams Lea Inc. Balance= 9516.00 Amount= 9516.00
04/25/2020	0020	Williams Lea	105	1.00	108.00	108.00	Williams Lea - WP Job # - 105483 - Requested By
05/29/2020		Invoice=355261		1.00	108.00	108.00	- Poretsky, Larisa Description - WORD PROCESSIN
							G-Convert or Scan/Clean-up Document #13254081 Am
							ount of Hours:2.25C/M Inputted: 19609-0001
		Voucher=258121 Unpaid					Vendor=Williams Lea Inc. Balance= 9516.00 Amount= 9516.00
		BILLED TOTALS: WORK:				264.00	4 records
		BILLED TOTALS: BILL:				264.00	
		GRAND TOTAL: WORK:				264.00	4 records
		GRAND TOTAL: BILL:				264.00	

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
04/30/2020	0000	Feinstein - Firm Herrick	115	1.00	100.00	100.00	E-Discovery Data Hosting Minimum Charge
05/29/2020		Invoice=355261		1.00	100.00	100.00	ID: 2550283 Case Description: Simon Property
							Group - Sears Bankruptcy Database Creation
							Date: 3/27/19
		BILLED TOTALS: WORK:				100.00	1 records
		BILLED TOTALS: BILL:				100.00	
		GRAND TOTAL: WORK:				100.00	1 records
		GRAND TOTAL: BILL:				100.00	

Summary

InvoiceNumber	CostCode	Worked Amount	Billed Amount	Description	Description
355261	013	123.52	123.52		Shipping
355261	026	60602.50	60602.50		Expert Witness Fees
355261	074	86.20	86.20		Pacer Charges
355261	105	264.00	264.00		Document Processing
355261	115	100.00	100.00		E-Discovery Data Hosting Minimum Charge
Subtotal 355261		61176.22	61176.22		
TOTAL		61176.22	61176.22		



Invoice ID: 2020-00257
Account number: 26
Project Id: 26
Invoice date: May 1, 2020

Capital Market Risk Advisors
4851 Tamiami Trail North
Suite 243
Naples, FL 34103
Attn: Accounting

Kyle Kolb

Herrick Feinstein LLP
2 Park Avenue
New York, NY 10016

Invoice Total			\$60,602.50
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See attached spreadsheet for invoice specification.

NAME	AVERAGE RATE	TOTAL HOURS	TOTAL AMOUNT
Nie	325.00	53.3	17,322.50
Niculescu	1,250.00	21.1	26,375.00
Iacono	1,150.00	14.7	16,905.00
Grand Total	\$837.50	89.1	\$60,602.50

Please remit payment with the statement number to Capital Market Risk Advisors at the address listed above or via wire. Contact QBTTeam@advancedprofessional.net for wire instructions.